

THIS INSTRUMENT PREPARED BY AND
WHEN RECORDED RETURN TO:
P. David Andress
Brunini, Grantham, Grower & Hewes, PLLC
Post Office Drawer 119
Jackson, Mississippi 39205
601-960-6892

STATE MS.-DE SOTO CO.
FILED

SEP 30 2 59 PM '02

PS
PS

BOOK 0095 PAGE 0670

P BK 95 PG 670
W.E. DAVIS CH. CLK.

MS0369
Eagles Water Tank

MEMORANDUM OF COMMUNICATIONS EQUIPMENT SITE LEASE AGREEMENT

THIS MEMORANDUM OF COMMUNICATIONS EQUIPMENT SITE LEASE AGREEMENT ("Memorandum"), dated for reference purposes as 8-29, 2001, is entered into by and between the City of Horn Lake, Mississippi ("Lessor"), whose address is set forth below, and Cellular South Real Estate, Inc., a Mississippi corporation ("Lessee"), whose address is set forth below.

WHEREAS, Lessor and Lessee have executed that certain Communications Equipment Site Lease Agreement ("Agreement") dated as of 8-29, 2001, covering certain premises and related improvements ("Premises") in certain buildings situated on certain real property located in the City of Horn Lake, County of DeSoto, State of Mississippi, and more particularly described in Exhibit A ("Property") attached hereto and incorporated herein by this reference; and

WHEREAS, the Premises are more particularly described in Exhibit B attached hereto and incorporated herein by this reference; and

WHEREAS, Lessor and Lessee desire to record notice of the Agreement in the Official Records of DeSoto, County,

NOW, THEREFORE, in consideration of the foregoing, Lessor and Lessee hereby declare as follows:

1. Demise. Lessor has leased the Premises to Lessee and Lessee has leased the Premises from Lessor, subject to the terms, covenants and conditions contained in the Agreement.

2. Expiration Date. The term of the lease of the Premises under the Agreement ("Term") is scheduled to commence on or about 9-17, 2001, and shall expire (5) five years thereafter, subject to Lessee's option to extend the Term pursuant to Section 3 of the Agreement for, at Lessee's election, five (5) additional terms of (5) five years each.

3. Agreement Controlling. This Memorandum is solely for the purpose of giving constructive notice of the Agreement. In the event of conflict between the terms of the Agreement and this Memorandum, the terms of the Agreement shall control.

[Remainder of Page Intentionally Left Blank]

IN WITNESS WHEREOF, Lessor and Lessee have executed this Memorandum as of the date and year first written above.

LESSOR

City of Horn Lake, Mississippi

By: Mike Thomas
Name: Mike Thomas
Title: Mayor

TAX ID#: _____

LESSEE

Cellular South Real Estate, Inc.

By: Tony Kent
Name: Tony Kent
Title: Vice President Network Operations

TAX ID#: 64-0929475

Address: 3101 Goodman Road, Horn Lake, MS 38637

Address: : 125 S. Congress St., Ste. 1400, Jackson, MS 39201

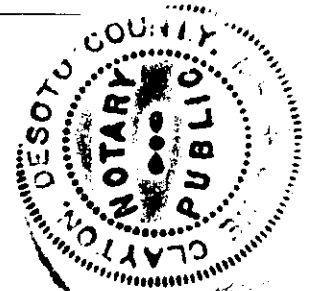
STATE OF MISSISSIPPI

COUNTY OF DESOTO

Personally appeared before me, the undersigned authority in and for the said county and state, on this the 22nd day of Aug, 2001, within my jurisdiction, the within named Mike Thomas who acknowledged that he is the Mayor, of City of Horn Lake, Mississippi, a municipal corporation and that for and on behalf of said entity and as the act and deed of said entity, he/she executed the above and foregoing instrument having been duly authorized by said entity to do so.

MISSISSIPPI STATEWIDE NOTARY PUBLIC
COMMISSION EXPIRES JAN 10, 2004
My Commission Expires: _____

June Clayton
NOTARY PUBLIC



STATE OF MISSISSIPPI

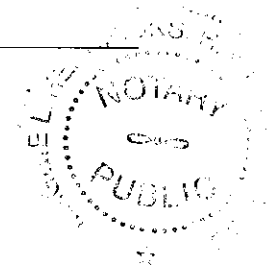
COUNTY OF Hinds

Personally appeared before me, the undersigned authority in and for the said county and state, on this 11th day of September, 2001, within my jurisdiction, the within named Tony Kent who acknowledged that he is Vice President Network Operations of Cellular South Real Estate, Inc., a Mississippi corporation, and that for and on behalf of said corporation, and as the act and deed of said corporation, he executed the above and foregoing instrument, after first having been duly authorized by said corporation so to do.

Margie L. Hardin
NOTARY PUBLIC

My Commission Expires: _____

My Commission Expires July 17, 2004



Ordering information shown by:

EXHIBIT A
LEGAL DESCRIPTION OF PROPERTY

P BOOK 0095 PAGE 0672

Exhibit A to Memorandum of Communications Equipment Site Lease Agreement, dated Aug. 29, 2001, by and between City of Horn Lake, Mississippi, as Lessor, and Cellular South Real Estate, Inc., as Lessee.

State: Mississippi
County: DeSoto
City: Horn Lake

The Property of which the Premises are a part is legally described as follows:

See attached Addendum 1.

MS Initial
KL Initial

LEGAL DESCRIPTION

A LEGAL DESCRIPTION OF A 1.31, MORE OR LESS, ACRE TRACT OF LAND BEING LOCATED IN THE NORTHEAST QUARTER OF THE SOUTHWEST QUARTER OF SECTION 34, TOWNSHIP 1 SOUTH, RANGE 8 WEST, HORN LAKE, DESOTO COUNTY MISSISSIPPI AND BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT THE NORTHEAST CORNER OF LOT 357 OF DESOTO VILLAGE SUBDIVISION SECTION B AS RECORDED IN PLAT BOOK 8 PAGES 16-21 OF THE CHANCERY COURT CLERK IN DESOTO COUNTY, MISSISSIPPI; THENCE NORTH 89 DEGREES 48 MINUTES 30 SECONDS WEST ALONG THE NORTH LINE OF LOTS 357, 358 OF SAID DESOTO VILLAGE SUBDIVISION SECTION B A DISTANCE OF 180.00 FEET TO A WOODEN FENCE POST; THENCE NORTH 00 DEGREES 11 MINUTES 30 SECONDS EAST A DISTANCE OF 294.17 FEET TO AN IRON PIN (SET) ON A POINT OF CURVATURE ON THE SOUTH RIGHT OF WAY LINE OF FOXBRIAR DRIVE; THENCE NORTHEASTWARDLY A DISTANCE OF 36.11 FEET ALONG A CURVE TO THE LEFT (HAVING DELTA=4 DEGREES 36 MINUTES 14 SECONDS, RADIUS = 449.90, CH. BRG.=NORTH 44 DEGREES 51 MINUTES 57 SECONDS EAST, CH. LEN.=36.10 FEET) TO AN IRON PIN (SET); THENCE NORTH 42 DEGREES 33 MINUTES 51 SECONDS EAST A DISTANCE OF 24.05 FEET TO AN IRON PIN (SET) ON A POINT OF CURVATURE ON THE SOUTH RIGHT OF WAY LINE OF MEADOWBROOK DRIVE; THENCE SOUTHEASTWARDLY A DISTANCE OF 93.82 FEET ALONG A CURVE TO THE LEFT (HAVING DELTA=33 DEGREES 24 MINUTES 54 SECONDS, RADIUS =160.53 FEET, CH. BRG.=SOUTH 73 DEGREES 10 MINUTES 23 SECONDS EAST, CH. LEN.=92.30 FEET) TO AN IRON PIN(SET); THENCE SOUTH 89 DEGREES 52 MINUTES 47 SECONDS EAST A DISTANCE OF 49.97 FEET TO AN IRON PIN (SET) ON THE WEST RIGHT-OF-WAY LINE OF HURT ROAD (80' R.O.W.); THENCE SOUTH 00 DEGREES 11 MINUTES 30 SECONDS WEST ALONG THE WEST RIGHT OF WAY LINE OF HURT ROAD A DISTANCE OF 311.25 FEET TO THE POINT OF BEGINNING AND CONTAINING 1.31, MORE OR LESS, ACRES (56,934, MORE OR LESS S.F.) OF LAND, BEING SUBJECT TO ALL CODES, EASEMENTS, SUBDIVISION RESTRICTIONS, SUBDIVISION REGULATIONS AND RIGHTS OF WAY OF RECORD.

DATED AUGUST 17, 2001

EXHIBIT B

P BOOK 0095 PAGE 0673

DESCRIPTION OF PREMISES

Exhibit B to Memorandum of Communications Equipment Site Lease Agreement dated Aug. 29, 2001, by and between City of Horn Lake, Mississippi, as Lessor, and Cellular South Real Estate, Inc., as Lessee.

State: Mississippi
County: DeSoto
City: Horn Lake

The location of the Premises within the Property together with access, ingress, egress, easements and utilities are more particularly described or depicted as follows:

See attached Addendum 2.

If a survey is made of the Premises, Lessor and Lessee agree to sign and attach the legal description or depiction of the Premises hereto which will then become the description of the Premises.

MS Initial

TE Initial

LEASE PREMISES

LEGAL DESCRIPTION OF 0.004, MORE OR LESS, ACRES OF LAND BEING LOCATED IN THE NORTHEAST QUARTER OF THE SOUTHWEST QUARTER OF SECTION 34, TOWNSHIP 1 SOUTH, RANGE 8 WEST, HORN LAKE, DESOTO COUNTY, MISSISSIPPI.

COMMENCING AT THE NORTHEAST CORNER OF 1.31, MORE OR LESS, ACRE TRACT; THENCE NORTH 90 DEGREES 00 MINUTES 00 SECONDS WEST 105.89 FEET TO A POINT; THENCE SOUTH 00 DEGREES 00 MINUTES 00 SECONDS EAST 48.88 FEET TO THE POINT OF BEGINNING FOR THE HEREIN DESCRIBED TRACT; THENCE SOUTH 00 DEGREES 00 MINUTES 00 SECONDS EAST 12.00 FEET TO A POINT; THENCE NORTH 90 DEGREES 00 MINUTES 00 SECONDS EAST 15.00 FEET TO A POINT; THENCE NORTH 00 DEGREES 00 MINUTES 00 SECONDS WEST 12.00 FEET TO A POINT; THENCE NORTH 90 DEGREES 00 MINUTES 00 SECONDS WEST 15.00 FEET TO THE POINT OF BEGINNING CONTAINING 0.004, MORE OR LESS, ACRES OF LAND.

LEGAL DESCRIPTION INGRESS/EGRESS EASEMENT

A LEGAL DESCRIPTION OF A 7997, MORE OR LESS, SQUARE FEET TRACT OF LAND
 BEING AN INGRESS EGRESS EASEMENT AND ALSO BEING LOCATED IN
 THE NORTHEAST QUARTER OF THE SOUTHWEST QUARTER
 OF SECTION 34, TOWNSHIP 1 SOUTH, RANGE 8 WEST, HORN LAKE, DESOTO COUNTY,
 MISSISSIPPI AND BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT THE NORTHEAST CORNER OF LOT 357 OF DESOTO VILLAGE SUBDIVISION
 SECTION 8 AS RECORDED IN PLAT BOOK 8 PAGES 16-21 OF THE CHANCERY
 COURT CLERK IN DESOTO COUNTY, MISSISSIPPI, THENCE NORTH 00
 DEGREES 11 MINUTES 30 SECONDS EAST A DISTANCE OF 14.05 FEET TO A
 POINT ON A CURVE SAID POINT BEING THE POINT OF BEGINNING FOR THE
 HEREIN DESCRIBED TRACT OF LAND; THENCE NORTHWESTWARDLY A DISTANCE
 OF 131.98 FEET ALONG A CURVE TO THE RIGHT (HAVING DELTA=44
 DEGREES 49 MINUTES 23 SECONDS, RADIUS=168.71 FEET, CH. BRG.=NORTH 21
 DEGREES 01 MINUTES 15 SECONDS WEST, CH. LEN.=128.64 FEET) TO A
 POINT; THENCE NORTH 01 DEGREE 23 MINUTES 16 SECONDS EAST A
 DISTANCE OF 9.57 FEET TO A POINT; THENCE NORTH 88 DEGREES 36
 MINUTES 34 SECONDS WEST A DISTANCE OF 7.69 FEET TO A POINT;
 THENCE NORTH 01 DEGREE 10 MINUTES 52 SECONDS EAST A DISTANCE OF
 118.58 FEET TO A POINT; THENCE NORTH 58 DEGREES 38 MINUTES 49
 SECONDS EAST A DISTANCE OF 13.69 FEET TO A POINT; THENCE NORTH 05
 DEGREES 39 MINUTES 30 SECONDS EAST A DISTANCE OF 42.24 FEET TO A
 POINT; THENCE SOUTH 89 DEGREES 52 MINUTES 47 SECONDS EAST A
 DISTANCE OF 19.32 FEET TO A POINT; THENCE SOUTH 00 DEGREES 48
 MINUTES 48 SECONDS WEST A DISTANCE OF 198.34 FEET TO A POINT OF
 CURVATURE; THENCE SOUTHEASTWARDLY A DISTANCE OF 77.28 FEET ALONG
 A CURVE TO THE LEFT (HAVING DELTA =31 DEGREES 26 MINUTES 16
 SECONDS, RADIUS=140.85 FEET, CH. BRG.=SOUTH 14 DEGREES 19
 MINUTES 42 SECONDS EAST, CH. LEN.=76.32 FEET) TO A POINT ON THE
 WEST RIGHT OF WAY LINE OF HURT ROAD; THENCE SOUTH 00 DEGREES 11
 MINUTES 30 SECONDS WEST ALONG THE WEST RIGHT OF WAY OF HURT ROAD
 A DISTANCE OF 24.63 FEET TO THE POINT OF BEGINNING AND CONTAINING
 7,997, MORE OR LESS, SQUARE FEET OF LAND, BEING SUBJECT TO ALL
 CODES, EASEMENTS, SUBDIVISION REGULATIONS, SUBDIVISION
 RESTRICTIONS AND RIGHTS OF WAY OF RECORD.

DATED AUGUST 17, 2001

INDEXING INSTRUCTIONS: The land subject to this instrument is located in the Northeast $\frac{1}{4}$ of the Southwest $\frac{1}{4}$ of Section 34, Township 1 South, Range 8 West, Horn Lake Judicial District of Desoto County, Mississippi.

THIS INSTRUMENT WAS PREPARED BY, AND
AFTER RECORDING SHOULD BE RETURNED TO:

Name: Cellular South Real Estate, Inc.
Address: 125 South Congress Street, Suite 1000, Jackson MS 39201
Telephone: (601) 974-7223
Attention: Maggie Hendricks